

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

**IN RE: PROCESSED EGG PRODUCTS) MDL No. 2002
ANTITRUST LITIGATION) 08-md-02002
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)
THIS DOCUMENT RELATES TO:)
Kraft Foods Global, Inc. et al v. United Egg)
Producers, Inc. et al)
No. 1:12-cv-00088)**

OHIO FRESH EGGS, LLC'S ANSWER AND AFFIRMATIVE DEFENSES

Defendant Ohio Fresh Eggs, LCC (“OFE”), by and through its attorneys, answers the First Amended Complaint as follows:

The numbered paragraphs below correspond to the paragraph numbers contained in Plaintiffs’ Complaint. OFE objects to the wording of various headings throughout the Complaint and, to the extent the headings are allegations, denies them. Any allegation not specifically admitted in the following answers is denied.

1. OFE admits that Plaintiffs have set forth one possible definition for each of the terms defined in paragraph 1. OFE otherwise denies the allegations.
2. OFE denies the allegations contained in paragraph 2.
3. OFE denies the allegations contained in paragraph 3.

4. OFE denies the allegations in the first sentence of paragraph 4. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 4 and therefore denies them.

5. OFE denies the allegations in the first two sentences of paragraph 5. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 5 and therefore denies them.

6. OFE denies the allegations in the first two sentences of paragraph 6. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 6 and therefore denies them.

7. OFE denies the allegations in the first two sentences of paragraph 7. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in sub-parts (a)-(d) and (f) of paragraph 7 and therefore denies them. OFE denies the allegations in sub-parts (e), (g)-(l) in paragraph 7. OFE denies any remaining allegations in paragraph 7.

8. OFE denies the allegations in the first two sentences of paragraph 8. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 8 therefore denies them.

9. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 9 and therefore denies them.

10. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 10 and therefore denies them.

11. The allegations in paragraph 11 call for a legal conclusion to which no answer is required. To the extent an answer is required, OFE denies the allegations in paragraph 11.

12. The allegations in paragraph 12 call for a legal conclusion to which no answer is required. To the extent an answer is required, OFE denies that it sold eggs in this District and denies that the Court has venue over OFE individuals but for the MDL process. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations regarding other Defendants' activities in this District and therefore denies them. OFE denies the remaining allegations in paragraph 12.

13. The allegations in paragraph 13 call for a legal conclusion to which no answer is required. To the extent an answer is required, OFE admits that it has sold eggs in the United States but denies that it sold eggs in this District and denies that the Court has jurisdiction over OFE individuals but for the MDL process. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations regarding other Defendants' activities in this District or the United States and therefore denies them. OFE denies the remaining allegations in paragraph 13.

14. OFE denies that it sold eggs to Kraft Foods. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 14 and therefore denies them.

15. OFE denies that it sold eggs to Kellogg. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 15 and therefore denies them.

16. OFE denies that it sold eggs to General Mills. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 16 and therefore denies them.

17. OFE denies that it sold eggs to Nestle USA. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 17 and therefore denies them.

18. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 18 and therefore denies them.

19. OFE admits that it understands that Cal-Maine sells shell eggs. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 19 and therefore denies them.

20. OFE admits that it understands that Cal-Maine is a member of UEP. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 20 and therefore denies them.

21. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 21 and therefore denies them.

22. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 22 and therefore denies them.

23. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 23 and therefore denies them.

24. OFE admits that it understands that Daybreak sells shell eggs. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 24 and therefore denies them.

25. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 25 and therefore denies them.

26. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 26 and therefore denies them.

27. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 27 and therefore denies them.

28. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 28 and therefore denies them.

29. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 29 and therefore denies them.

30. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 30 and therefore denies them.

31. OFE admits that it understands that Michael Foods sells shell eggs and egg products. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 31 and therefore denies them.

32. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 32 and therefore denies them.

33. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 33 and therefore denies them.

34. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 34 and therefore denies them.

35. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 35 and therefore denies them.

36. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 36 and therefore denies them.

37. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 37 and therefore denies them.

38. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 38 and therefore denies them.

39. OFE admits that it understands that Midwest sells shell eggs. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 39 and therefore denies them.

40. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 40 and therefore denies them.

41. OFE admits that it understands that National Food sells shell eggs and egg products. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 41 and therefore denies them.

42. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 42 and therefore denies them.

43. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 43 and therefore denies them.

44. OFE admits that it understands that NuCal sells shell eggs. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 44 and therefore denies them.

45. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 45 of the Complaint and therefore denies them.

46. OFE admits that its principal place of business is in Croton, Ohio, but OFE otherwise denies the allegations in the first sentence of paragraph 46. With respect to the second

sentence in paragraph 46, OFE admits that as of April 30, 2012 it had approximately 7.6 million laying hens. OFE is otherwise without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in the second sentence of paragraph 46 and therefore denies them. OFE denies the allegations in the third sentence of paragraph 46. OFE admits the allegations in the fourth sentence of paragraph 46.

47. OFE denies the allegations in paragraph 47.

48. OFE admits that it understands that Rose Acre sells shell eggs and egg products.

Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 48 and therefore denies them.

49. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 49 and therefore denies them.

50. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 50 and therefore denies them.

51. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 51 and therefore denies them.

52. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 52 and therefore denies them.

53. OFE admits that it understands that Sauder sells shell eggs. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 53 and therefore denies them.

54. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 54 and therefore denies them.

55. OFE admits that it understands that Sparboe sells shell eggs. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 55 and therefore denies them.

56. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 56 and therefore denies them.

57. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 57 and therefore denies them.

58. OFE admits that it understands that UEP is a Capper-Volstead agricultural cooperative with its principal place of business in Georgia. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 58 and therefore denies them.

59. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 59 and therefore denies them.

60. OFE admits that there is a certified program through UEP and the certification requirements related to the program over time speak for themselves. OFE otherwise denies the allegations in paragraph 60.

61. OFE is not a member of USEM. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 61 and therefore denies them.

62. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 62 and therefore denies them.

63. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 63 and therefore denies them.

64. OFE is not a member of UEA. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 64 and therefore denies them.

65. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 65 and therefore denies them.

66. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 66 and therefore denies them.

67. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 67 and therefore denies them.

68. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 68 and therefore denies them.

69. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 69 and therefore denies them.

70. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 70 and therefore denies them.

71. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations contained in paragraph 71 and therefore denies them.

72. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 72 and therefore denies them.

73. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 73 and therefore denies them.

74. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 74 and therefore denies them.

75. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 75 and therefore denies them.

76. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 76 and therefore denies them.

77. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 77 and therefore denies them.

78. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 78 and therefore denies them.

79. OFE denies the allegations in paragraph 79.

80. OFE admits that Plaintiffs have set forth one possible description of the egg production process. OFE otherwise denies the allegations in paragraph 80.

81. OFE admits that Plaintiffs have set forth one possible description of a hen's egg production. OFE otherwise denies the allegations in paragraph 81.

82. OFE admits that Plaintiffs have set forth one possible description of the molting process, as well as one possible reason an egg producer may decide to molt a flock. OFE otherwise denies the allegations in paragraph 82.

83. OFE admits that Plaintiffs have set forth one possible description of the molting process and a possible reason an egg producer may induce molting. OFE otherwise denies the allegations in paragraph 83.

84. OFE admits that Plaintiffs have set forth one possible description of the molting process and its effect on egg production. OFE otherwise denies the allegations in paragraph 84.

85. OFE admits that Plaintiffs have set forth several possible explanations for why an egg producer may or may not induce a second molting and its effects on egg production. OFE otherwise denies the allegations in paragraph 85.

86. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 86 and therefore denies them.

87. OFE admits that Plaintiffs have offered one possible definition for each of the terms “table eggs,” “breaking eggs,” and “hatching eggs,” and that Plaintiffs have offered one possible description of the shell eggs sector as including all three. OFE otherwise denies the allegations in paragraph 87.

88. OFE admits that shell eggs may be processed into egg products, and that Plaintiffs have set forth several possible processes by which shell eggs may be processed into liquid, frozen, or dried forms. OFE otherwise denies the allegations in paragraph 88.

89. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in the first sentence of paragraph 89 and therefore denies them. OFE admits that egg products may be used in processed food items, such as baked goods, confectionery, mayonnaise, pasta, and salad dressings, in addition to other uses. OFE otherwise denies the allegations in the second sentence of paragraph 89.

90. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 90 and therefore denies them.

91. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 91 and therefore denies them.

92. OFE admits that Plaintiffs have set forth one possible definition for each of the terms “shell eggs,” “generic eggs,” and “specialty eggs.” OFE otherwise denies the allegations in paragraph 92.

93. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 93 and therefore denies them.

94. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in the first sentence of paragraph 94 and therefore denies them. Further answering, OFE admits that shell eggs are one input for egg products and that feed costs are one cost component for both. Further answering, OFE admits that both shell eggs and breaking eggs originate from laying hens. OFE otherwise denies the allegations in paragraph 94.

95. OFE denies the allegations in the first, third, and fourth sentences of paragraph 95. As to the second and fifth sentences, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations and therefore denies them.

96. OFE denies the allegations in paragraph 96.

97. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 97 and therefore denies them.

98. OFE denies the allegations in the first sentence of paragraph 98. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 98 and therefore denies them.

99. With respect to the first sentence of paragraph 99, OFE admits that demand for eggs is relatively inelastic, depending on the price, when compared to other consumer products, but denies the remaining allegations in the first sentence of paragraph 99. Further answering,

OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in the second and third sentences of paragraph 99 and therefore denies them.

100. OFE denies the allegations in the first sentence of paragraph 100. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 100 and therefore denies them.

101. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 101 and therefore denies them.

102. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 102 and therefore denies them.

103. OFE denies the allegations in paragraph 103.

104. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 104 and therefore denies them.

105. OFE admits that it had approximately 7.6 million laying hens in 2010. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 105 and therefore denies them.

106. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 106 and therefore denies them.

107. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 107 and therefore denies them.

108. OFE denies the allegations in paragraph 108.

109. OFE denies the allegations in paragraph 108.

110. OFE admits that it has sold and shipped eggs to states other than the states where the eggs were produced. Further answering, OFE is without knowledge sufficient to form a

belief as to the truth or validity of the allegations regarding other Defendants and therefore denies them. OFE otherwise denies the allegations in paragraph 110.

111. OFE admits that it has used raw materials, equipment, and supplies in connection with the production and sale of egg products and that they were transported in interstate commerce. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations regarding other Defendants and therefore denies them. OFE otherwise denies the allegations in paragraph 111.

112. OFE admits that it has exchanged information, correspondence, and financial material between states. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations regarding other Defendants and therefore denies them. OFE otherwise denies the allegations in paragraph 112.

113. OFE denies that it has ever sold eggs to any of the Plaintiffs, although OFE admits that it has sold eggs to other customers in interstate commerce. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations regarding other Defendants and therefore denies them. OFE denies the remaining allegations in paragraph 113.

114. OFE denies the allegations in paragraph 114.

115. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 115 and therefore denies them.

116. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 116 and therefore denies them.

117. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 117 and therefore denies them.

118. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 118 and therefore denies them.

119. OFE denies the allegations in paragraph 119.

120. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 120 and therefore denies them.

121. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 121 and therefore denies them.

122. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 122 and therefore denies them.

123. OFE admits that there is a certified program through UEP and the certification requirements related to the program over time speak for themselves. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 123 and therefore denies them.

124. OFE admits that there is a certified program through UEP and the certification requirements related to the program over time speak for themselves. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 124 and therefore denies them.

125. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 125 and therefore denies them.

126. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 126 and therefore denies them.

127. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 127 and therefore denies them.

128. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 128 and therefore denies them.

129. OFE denies the allegations in the first sentence of paragraph 129. Further answering, OFE admits that there is a certified program through UEP and the certification requirements related to the program over time speak for themselves. OFE denies the remaining allegations in paragraph 129.

130. OFE admits that there is a certified program through UEP and the certification requirements related to the program over time speak for themselves. OFE otherwise denies the allegations in paragraph 130.

131. OFE admits that there was an audit program through UEP during the relevant period. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 131 and therefore denies them.

132. OFE admits that there is a certified program through UEP and the certification requirements related to the program over time speak for themselves. OFE otherwise denies the allegations in paragraph 132.

133. OFE denies the allegations in the first two sentences of paragraph 133. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 133 and therefore denies them.

134. OFE denies the allegations in the first sentence of paragraph 134. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in the second sentence of paragraph 134 and therefore denies them.

135. OFE denies the allegations in the first, second, fifth, and sixth sentences of paragraph 135. Further answering, OFE admits that there is a certified program through UEP

and the certification requirements related to the program over time speak for themselves. OFE denies the remaining allegations in paragraph 135.

136. OFE admits that there is a certified program through UEP and the certification requirements related to the program over time speak for themselves. OFE otherwise denies the allegations in paragraph 136.

137. OFE admits that there is a certified program through UEP and the certification requirements related to the program over time speak for themselves. OFE otherwise denies the allegations in paragraph 137.

138. OFE denies the allegations in the first sentence of paragraph 138. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 138 and therefore denies them.

139. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 139 and therefore denies them

140. OFE admits that historically a variety of factors have affected the volume of eggs exported from the United States. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 140 and therefore denies them.

141. OFE denies the allegations in the first, second, fourth, and fifth sentences of paragraph 141. With respect to the third and sixth sentences of paragraph 141, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations and therefore denies them.

142. OFE denies the allegations in the first two sentences of paragraph 142. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 142 and therefore denies them.

143. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 143 and therefore denies them.

144. OFE denies the allegations in the first sentence of paragraph 144. With respects to sub-parts (a)-(c) of paragraph 144, OFE is not a member of USEM and is without knowledge sufficient to form a belief as to the truth or validity of the allegations and therefore denies them. OFE denies the allegations in the first two sentences of sub-part (d) of paragraph 144. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in sub-part (d) of paragraph 144 and therefore denies them. OFE denies the allegations in sub-part (e) of paragraph 144.

145. OFE denies the allegations in the first sentence of paragraph 145. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 145 and therefore denies them.

146. OFE denies the allegations in the first sentence of paragraph 146. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 146 and therefore denies them.

147. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 147 and therefore denies them.

148. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 148 and therefore denies them.

149. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 149 and therefore denies them.

150. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 150 and therefore denies them.

151. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 151 and therefore denies them.

152. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 152 and therefore denies them.

153. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 153 and therefore denies them.

154. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 154 and therefore denies them.

155. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 155 and therefore denies them.

156. With respect to the first sentence of paragraph 156, Plaintiffs appear to be quoting from and characterizing an unidentified document that speaks for itself. With respect to the second sentence, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations and therefore denies them. OFE denies the third sentence of paragraph 156.

157. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 157 and therefore denies them.

158. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 158 and therefore denies them.

159. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 159 and therefore denies them.

160. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 160 and therefore denies them.

161. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 161 and therefore denies them.

162. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 162 and therefore denies them.

163. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 163 and therefore denies them.

164. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 164 and therefore denies them.

165. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 165 and therefore denies them.

166. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 166 and therefore denies them.

167. OFE denies the allegations in paragraph 167.

168. OFE denies the allegations in the first sentence of paragraph 168. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 168 and therefore denies them.

169. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 169 and therefore denies them.

170. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 170 and therefore denies them.

171. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 171 and therefore denies them.

172. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 172 and therefore denies them.

173. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 173 and therefore denies them.

174. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 174 and therefore denies them.

175. OFE denies the allegations in the first sentence of paragraph 175. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 175 and therefore denies them.

176. The allegations in paragraph 176 call for a legal conclusion to which no answer is required. To the extent an answer is required, OFE denies the allegations in paragraph 176.

177. With respect to the first sentence of paragraph 177, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations and therefore denies them. The remaining allegations in paragraph 177 call for a legal conclusion to which no answer is required. To the extent an answer is required, OFE denies the allegations in paragraph 177.

178. With respect to the first sentence of paragraph 178, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations and therefore denies them. The remaining allegations in paragraph 178 call for a legal conclusion to which no answer is required. To the extent an answer is required, OFE denies the allegations in paragraph 178.

179. The allegations in the first, second, and final sentences of paragraph 179 call for legal conclusions to which no answer is required. To the extent which an answer is required, OFE denies the allegations in the first, second, and final sentences of paragraph 179. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations of paragraph 179 and therefore denies them.

180. The allegations in paragraph 180 call for a legal conclusion to which no answer is required. To the extent an answer is required, OFE denies the allegations in paragraph 180.

181. The allegations in paragraph 181 call for a legal conclusion to which no answer is required. To the extent an answer is required, OFE denies the allegations in paragraph 181.

182. The allegations in paragraph 182 call for a legal conclusion to which no answer is required. To the extent an answer is required, OFE denies the allegations in paragraph 182.

183. The allegations in paragraph 183 of the Complaint call for a legal conclusion to which no answer is required. To the extent and answer is required, OFE admits that the quoted letter and report speak for themselves. OFE otherwise denies the allegations in paragraph 183.

184. The allegations in paragraph 183 of the Complaint call for a legal conclusion to which no answer is required. To the extent and answer is required, OFE admits that the cited opinion speaks for itself. OFE otherwise denies the allegations in paragraph 184.

185. The allegations in paragraph 185 of the Complaint call for a legal conclusion to which no answer is required. To the extent and answer is required, OFE admits that the quoted reports speak for themselves. OFE otherwise denies the allegations in paragraph 185.

186. OFE denies the allegations in the first, third, and fourth sentences of paragraph 186. With respect to the second sentence of paragraph 186, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations and therefore denies them.

187. The allegations in paragraph 187 of the Complaint call for a legal conclusion to which no answer is required. To the extent an answer is required, OFE denies the allegations in paragraph 187.

188. OFE denies the allegations in the first sentence of paragraph 188. The allegations in the second sentence of paragraph 188 call for a legal conclusion to which no answer is required. To the extent an answer is required, OFE denies the allegations in the second sentence of paragraph 188. OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 188 and therefore denies them.

189. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 189 and therefore denies them.

190. The allegations in paragraph 190 call for a legal conclusion to which no answer is required. To the extent an answer is required, OFE denies the allegations in paragraph 190.

191. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 191 and therefore denies them.

192. The allegations in the first sentence of paragraph 192 call for a legal conclusion to which no answer is required. To the extent an answer is required, OFE denies the allegations in the first sentence of paragraph 192. OFE denies the allegations in the second sentence of paragraph 192.

193. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 193 and therefore denies them.

194. OFE denies the allegations in paragraph 194.

195. OFE denies the allegations in paragraph 195.

196. OFE denies the allegations in paragraph 196.

197. OFE denies the allegations in paragraph 197.

198. OFE denies the allegations in paragraph 198.

199. OFE denies the allegations in paragraph 199.

200. OFE denies the allegations in the first two sentences of paragraph 200. With respect to the third sentence of paragraph 200, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations and therefore denies them.

201. OFE denies the allegations in paragraph 201.

202. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in paragraph 202 and therefore denies them.

203. OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations in the first and third sentences of paragraph 203 and therefore denies them. OFE denies the allegations in the second sentence of paragraph 203.

204. OFE denies the allegations in paragraph 204.

205. OFE denies the allegations in paragraph 205.

206. OFE denies the allegations in paragraph 206.

207. OFE denies the allegations in paragraph 207.

208. OFE denies the allegations in paragraph 208.

209. OFE denies the allegations in the first and last sentences of paragraph 209.

Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the remaining allegations in paragraph 209 and therefore denies them.

210. The allegations in paragraph 210 call for a legal conclusion to which no answer is required. To the extent an answer is required, OFE denies the allegations in paragraph 210.

211. OFE denies that it sold eggs to any Plaintiff. Further answering, OFE is without knowledge sufficient to form a belief as to the truth or validity of the allegations regarding Plaintiffs' direct purchase of eggs from other Defendants and therefore denies them. OFE otherwise denies the allegations in paragraph 211.

212. OFE denies the allegations in paragraph 212.

AFFIRMATIVE DEFENSES

1. Plaintiffs fail to state a claim upon which relief can be granted.
2. The alleged acts and omissions of Defendants were within the scope of the antitrust immunity provided by the Capper-Volstead Act, 7 U.S.C. § 291, in whole or in part.
3. The alleged acts and omissions of Defendants were within the scope of the antitrust immunity provided by § 5 of the Cooperative Marketing Association Act, 7 U.S.C. § 455, in whole or in part.
4. The alleged acts and omissions of Defendants were within the scope of the antitrust immunity provided by § 6 of the Clayton Act, 15 U.S.C. § 17, in whole or in part.
5. If, for some technical reason, any or all of the alleged acts and omissions of Defendants were not within the scope of the foregoing immunities, any such technical defects should be disregarded as *de minimis*.
6. If, for some reason, an or all of the alleged acts and omissions of Defendants were not within the scope of the foregoing immunities, OFE had the right to rely upon the representations of UEP that it was a Capper-Volstead entity.
7. At all relevant times, OFE acted in good faith and with intent to comply with the law and in a commercially reasonable manner.

8. If, for some reason, any or all of the alleged acts and omissions of Defendants were not within the scope of the foregoing immunities, any resulting damages should be equitably mitigated.

9. If, for any reason, any of the alleged acts and omissions of Defendants were unlawful and were outside the scope of any immunity, any resulting damages are limited to compensation for injuries that Plaintiff can show to have resulted from that which made Defendants' conduct unlawful and to be separate from the consequences of otherwise lawful activity.

10. To the extent that Plaintiffs seek to impose vicarious liability on OFE for the alleged acts and omissions of its alleged co-conspirators, and then to treble the resulting damages and add attorneys' fees and expenses, they seek a result that is so grossly excessive in comparison with the conduct, lack of culpability, and limited resources of OFE that in this case it would amount to an arbitrary deprivation of property in violation of the Due Process Clause of the Fifth Amendment of the United States Constitution.

11. Plaintiffs' claims are barred in whole or in part by the statute of limitations and/or the doctrine of laches, waiver and/or equitable estoppel.

12. To the extent that the Plaintiffs assert that Defendants fraudulently concealed any matter, Plaintiff has failed to allege this fraud with sufficient particularity.

13. OFE reserves the right to assert any additional affirmative defenses raised by other Defendants.

14. OFE reserves the right to amend this Answer and assert additional affirmative defenses which may be learned as discovery proceeds.

WHEREFORE, having fully answered, OFE respectfully requests that Plaintiffs' Second Amended Complaint be dismissed with prejudice; that the Court award nothing on the claims for relief and damages asserted herein; and that the Court award OFE its costs, attorney's fees, and all further relief to which it may be entitled and which the Court deems just, proper, and appropriate.

DATED: April 30, 2012

/s/ Joseph M. Callow, Jr.

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CERTIFICATE OF SERVICE

I hereby certify that on the 30th day of April, 2012, a true and correct copy of the foregoing was filed electronically and served upon counsel of record via the court's ECF system.

/s/ Joseph M. Callow, Jr.

Joseph M. Callow, Jr.

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